



# **Constitution**

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## 1. Preliminary

- 1.1 **The name** of the organisation shall be “Medical Women’s Society of the Australian Capital Territory and Region” (hereinafter referred to as “The Society”). The Society shall be a member of the Australian Federation of Medical Women Incorporated (AFMW) which is an affiliate of the Medical Women’s International Association (MWIA).
- 1.2 **The aim** of The Society shall be to further the professional development of medical women and to improve the health and welfare of all persons but especially women and children.
- 1.3 **The objects** of The Society are:
  - a) To promote the interests of medical women in all matters relating to their professional work and wellbeing by continuing education and other means.
  - b) To act for and represent medical women in all matters of mutual interest and, in particular, in relation to the further education of Medical Women.
  - c) To affiliate with the AFMW and MWIA any other national or international association approved by The Society.
- 1.4 **Definitions**
  - a) **Application of Legislation Act 2001**
    - i The Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the Act.
    - ii Note: A definition applies except so far as the contrary intention appears (see Legislation Act, s 155).
  - b) In this constitution:
    - i **The Society** means The Medical Women’s Society of the Australian Capital Territory and Region
    - ii **The Federation** means the Australian Federation of Medical Women (AFMW)
    - iii **MWIA** means the Medical Women's International Association
    - iv **The Act** means the Legislation Act 2001
    - v **Financial year** means the year ending on 30 June.
    - vi **The regulation** means the Associations Incorporation Regulation 1991.
    - vii **AHPRA** means the Australian Health Practitioners Regulatory Authority
    - viii **Special general meeting** means a general meeting of the Members of The Society other than an annual general meeting.

- ix **Member** means a member, however described, of the association.
- x **Ordinary member of the Committee** means a member of the Committee who is not an office-bearer of The Society as mentioned in section 3.2 b)
- xi **Secretary** means:
  - 1.1.a.xi.1. the person holding office under this constitution as secretary of The Society, or
  - 1.1.a.xi.2. if no such person holds that office - the Public Officer of The Society.
- xii **AGM** means the Annual General Meeting of The Society
- xiii **Woman** means a person identifying as female.

## 2. Membership

### 2.1 Membership qualifications

#### a) Full Members:

A woman is qualified to be a full member if:

- i she holds a Medical Degree or qualification registrable as a medical practitioner by the AHPRA, her application for membership has been approved by the committee, and she has paid a membership fee.

#### b) Life Members:

- i Life membership may be awarded to a member or former member of the Society who has made a significant contribution to the Society.
- ii The life membership must be nominated and seconded by current members of the society and the committee makes the decision whether to award the life membership or reject it.
- iii Life members have all the rights and responsibilities of full members.
- iv The awarding of the Life membership will be announced at the next AGM.

#### c) Associate Members:

- i Women medical graduates, not holding a Medical Degree or qualification registrable as a medical practitioner by the AHPRA, and
- ii Short-term visitors to the region (less than 6 months). may apply to be admitted as associate members without the right to vote or hold office. No fee is payable for Associate members.

d) **Female Medical Students** are invited to participate in activities but have no membership status.

### 2.2 Application for membership

- a) Application for membership must be made in writing in the form set out in Appendix 1 or a subsequent version approved by the committee.
- b) Must be lodged with the membership secretary of The Society.
- c) As soon as is practicable after receiving an application for membership, the committee must decide whether to approve or to reject the application.
- d) If the committee decides not approve an application for membership, the membership secretary must as soon as practicable after that decision notify the applicant of that decision and any fee already paid will be returned.
- e) The membership secretary must, on payment by the applicant of the amounts mentioned in section 2.6, enter the applicants

name in the register of members and, on the name being so entered, the applicant becomes a member of The Society.

**2.3 Membership entitlements not transferable**

A right, privilege or obligation that a person has because of being a member of The Society:

- a) cannot be transferred or transmitted to another person; and
- b) terminates on cessation of the person's membership.

**2.4 Cessation of membership**

A person ceases to be a member of The Society if the person:

- a) dies, or
- b) resigns from membership of The Society; or
- c) is expelled from The Society; or
- d) fails to renew membership of The Society.

**2.5 Resignation of membership**

- a) A member is not entitled to resign from membership of the association except in accordance with this section.
- b) A member who has paid all amounts payable by the member to The Society may resign from membership of The Society by first giving notice (of not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- c) If a person ceases to be a member, the membership secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

**2.6 Fees**

- a) The annual membership fee of The Society is determined at the AGM on recommendation by the outgoing committee.
- b) The annual membership fee is due:
  - i for continuing members on 1 July in each calendar year; or
  - ii with the application when a person becomes a new member; noting that
  - iii new members joining between 1 January and 31 June will not need to pay a further membership fee until 1 July the following calendar year.
- c) Life Members and Associate Members are exempt from fees

**2.7 Members' liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of The Society or the costs, charges and expenses of the winding up of The Society is limited to the amount (if any) unpaid by the member in relation to membership of The Society as required by section 2.6.

**2.8 Disciplining of members**

- a) If the committee is of the opinion that a member:
  - i has persistently refused or neglected to comply with a provision of these rules; or
  - ii has persistently and wilfully acted in a manner prejudicial to the interests of The Society;the committee may, by resolution:
  - iii expel the member from The Society; or
  - iv suspend the member from the rights and privileges of membership of The Society that the committee may decide for a specified period.
- b) A resolution of the committee under subsection a) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection c), confirms the resolution in accordance with this section.

- c) If the committee passes a resolution under subsection a), the secretary must, as soon as practicable, serve a written notice on the member:
  - i setting out the resolution of the committee and the grounds on which it is based; and
  - ii stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
  - iii stating the date, place and time of that meeting; and
  - iv informing the member that the member may do either or both of the following:
    - a attend and speak at that meeting;
    - b submit to the committee at or before the date of that meeting written representations relating to the resolution.
- d) Subject to the Act, section 50, at a meeting of the committee mentioned in subsection b), the committee must:
  - i give to the member mentioned in subsection a) an opportunity to make oral representations; and
  - ii give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
  - iii by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection a).
- e) If the committee confirms a resolution under subsection d), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 2.9.
- f) A resolution confirmed by the committee under subsection d) does not take effect-
  - i until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
  - ii if within that period the member exercises the right of appeal- unless and until The Society confirms the resolution in accordance with section 2.9 d).

## **2.9 Right of appeal of disciplined member**

- a) A member may appeal to The Society in general meeting against a resolution of the committee that is confirmed under section 2.8 d), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- b) On receipt of a notice under subsection a), the secretary must notify the committee which must call a general meeting of The Society to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- c) Subject to the Act, section 50, at a general meeting of The Society called under subsection b):
  - i no business other than the question of the appeal may be transacted; and
  - ii the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - iii the members present must vote by secret ballot on the question of whether the resolution made under section 2.8 d) should be confirmed or revoked.
- d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 2.8 d), that resolution is confirmed.

### 3. Committee

#### 3.1 Powers of committee

The committee, subject to the Act, the regulation, this constitution, and any resolution passed by The Society in general meeting:

- a) controls and manages the affairs of The Society; and
- b) may exercise all functions that may be exercised by The Society other than those functions that are required by these rules to be exercised by The Society in general meeting; and
- c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of The Society.

#### 3.2 Constitution and membership

- a) The committee consists of:
  - i the office-bearers of The Society; and
  - ii ordinary committee members, each of whom must be elected under section 3.3 or appointed in accordance with subsection d). Consideration should be given to ensuring representation across a wide spectrum of the medical community such as:
    - urban general practice
    - rural general practice
    - specialist practice
    - hospital practice
    - Public Service
    - academic practice
    - other recognised medical organisations
  - iii Medical Student representatives from each year group may be appointed by the elected committee and are invited to participate in committee meetings without being accorded voting rights.
- b) The office-bearers of The Society are:
  - i the president; and
  - ii the vice-president; and
  - iii the treasurer; and
  - iv the secretary.
- c) The committee shall appoint from its ranks a membership secretary and such other positions as are deemed necessary for the efficient function of the organisation.
- d) Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- e) If there is a vacancy in the membership of the committee, the committee may appoint a member of The Society to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

#### 3.3 Election of committee members

- a) Nominations of candidates for election as office-bearers of The Society or as ordinary committee members:
  - i must be made in writing, signed by 2 members of The Society and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - ii must be given to the secretary of The Society not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.

- b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- c) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.
- d) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- f) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the office-bearers may direct.
- g) A person is not eligible to simultaneously hold more than 1 position on the committee.

#### **3.4 Secretary**

- a) The secretary of The Society must, as soon as practicable after being appointed as secretary, notify The Society of her address.
- b) The secretary or her delegate must keep minutes of:
  - i all elections and appointments of office-bearers and ordinary committee members; and
  - ii the names of members of the committee present at a committee meeting or a general meeting; and
  - iii all proceedings at committee meetings and general meetings.
- c) Minutes of proceedings at a meeting must be signed or electronically authenticated in an agreed manner by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

#### **3.5 Treasurer**

The treasurer of The Society must:

- a) collect and receive all amounts owing to The Society and make all payments authorised The Society; and
- b) keep correct accounts and books showing the financial affairs of The Society with full details of all receipts and expenditure connected with the activities of The Society.

#### **3.6 Vacancies**

A vacancy in the office of a member of the committee happens if the member:

- a) dies; or
- b) ceases to be a member of The Society; or
- c) resigns the office; or
- d) is removed from office under section 3.7 (Removal of committee members); or
- e) becomes bankrupt or personally insolvent; or
- f) suffers from mental or physical incapacity; or
- g) is disqualified from office under the Act, section 63 (1); or
- h) is absent without providing acceptable notice to the committee from all meetings of the committee held during a period of 6 months.

#### **3.7 Removal of committee members**

The Society in general meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

#### **3.8 Committee meetings and quorum**

- a) The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide. Such

meetings may be in person, by electronic conferencing or other means as agreed by the office-bearers.

- b) Additional meetings of the committee may be called by any member of the committee.
- c) Oral or written notice of a meeting of the committee must be given by the secretary or her delegate to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- d) Notice of a meeting given under subsection c) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as other business.
- e) At least one office-bearer and two other committee members constitute a quorum for the transaction of the business of a meeting of the committee.
- f) No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the following week.
- g) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- h) At meetings of the committee:
  - i) the president or, in the absence of the president, the vice president presides; or
  - ii) if the president and the vice-president are absent, one of the remaining members of the committee may be chosen by the members present to preside.

### **3.9 Delegation by committee to subcommittee**

- a) The committee may, delegate to 1 or more subcommittees (consisting of the member or members of the association that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument of delegation, other than:
  - i) this power of delegation; and
  - ii) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.
- b) A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- c) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- d) Despite any delegation under this section, the committee may continue to exercise any function delegated.
- e) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
- f) The committee may, in writing, revoke wholly or in part any delegation under this section.
- g) A subcommittee may meet and adjourn as it considers appropriate.

### **3.10 Voting and decisions**



- a) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
- b) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

## 4. General meetings

### 4.1 Annual general meetings - holding of

- a) The Society must, at least once in each calendar year and within 6 months after the end of each financial year of The Society, call an annual general meeting of its members.
- b) Subsection a) has effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

### 4.2 Annual general meetings - calling of and business at

- a) The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.
- b) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is:
  - i to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
  - ii to receive from the committee reports on the activities of the association during the last financial year; and
  - iii to elect members of the committee, including office-bearers; and
  - iv to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
- c) An annual general meeting must be specified as such in the notice calling it in accordance with section 4.4 (Notice).
- d) An annual general meeting must be conducted in accordance with the provisions of this part.

### 4.3 General meetings - calling of

- a) The committee may, whenever it considers appropriate, call a general meeting of the association.
- b) The committee must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the association.
- c) A requisition of members for a general meeting:
  - i must state the purpose or purposes of the meeting; and
  - ii must be signed by the members making the requisition; and
  - iii must be lodged with the secretary; and
  - iv may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- d) If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- e) A general meeting called by a member or members mentioned in subsection d) must be called as nearly as is practicable in the same way as general meetings are called by the committee and

any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

#### **4.4 Notice**

- a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The Society, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give notice to each member, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The Society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- c) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 22 (2).
- d) A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

#### **4.5 General meetings - procedure and quorum**

- a) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- b) Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- c) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the following week at a time and place to be communicated in writing to the members as soon as possible.
- d) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

#### **4.6 Presiding member**

- a) The president, or in the absence of the president, the vice-president, presides at each general meeting of the association.
- b) If the president and the vice-president are absent from a general meeting, the members present must elect one of their number to preside at the meeting.

#### **4.7 Adjournment**

- a) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- c) Except as provided in subsections a) and b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### **4.8 Making of decisions**

- a) A question arising at a general meeting of the association is to be determined by either:
  - i a show of hands, or
  - ii if on the motion of the chairperson or if 3 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

#### **4.9 Voting**

- a) Subject to subsection c), on any question arising at a general meeting of The Society a member has 1 vote only.
- b) All votes must be given personally (there is no proxy voting) or by postal vote to the secretary. Signed postal votes may be submitted electronically.
- c) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- d) A member is not entitled to vote at any general meeting of The Society unless all money due and payable by the member to the association has been paid.

## **5. Miscellaneous**

### **5.1 Funds-source**

- a) The funds of The Society must be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to the Act, section 114, any other sources that the committee decides.
- b) All money received by The Society must be deposited as soon as practicable and without deduction to the credit of The Society's account.
- c) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **5.2 Funds-management**

- a) Subject to any resolution passed by The Society in general meeting, the funds of The Society must be used for the objects of The Society in the way that the committee decides.
- b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by any two members of the committee or employees of The Society, being members of the committee or employees authorised to do so by the committee.

### **5.3 Alteration of objects and rules**

- a) Neither the objects of The Society nor these rules may be altered except in accordance with the Act.

- b) Preparation of amendments of the Constitution of The Society shall be a function of the Committee and any Sub-Committee appointed by them.
- c) A Motion of proposed amendments as approved by a majority of the Committee shall be the business of a General Meeting of The Society.
- d) At least twentyeight (28) days' notice of such a meeting must be given to all members of the Society.
- e) Amendments shall not be adopted unless carried at the General Meeting by a majority of financial members who vote.

**5.4 Common seal**

- a) The common seal of The Society must be kept in the custody of the secretary.
- b) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures of 2 members of the committee.

**5.5 Custody of books**

Subject to the Act, the regulation and these rules, the secretary must keep in her custody or under her control all records, books, and other documents relating to The Society.

**5.6 Inspection of books**

The records, books and other documents of The Society must be open to inspection at a place in the ACT, free of charge, by a member of The Society at any reasonable hour.

**5.7 Service of notice**

- a) For these rules, The Society may serve a notice on a member by sending it by post to the member at the member's address, or electronically as shown in the register of members.
- b) Note: for how documents may be served, see the Legislation Act, pt 19.5.

**5.8 Dissolution of The Society**

The Society shall not be dissolved except at a General Meeting of the Society especially convened for the purpose and by a resolution carried by a majority of 4/5th of the votes recorded in respect of the same. If upon winding up or dissolution of the Society there remains after the satisfaction of all its debt and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other institution or institutions having objectives similar or in part similar to the objects of the Society and which shall also prohibit the distribution of its or their property among it or their members; such institution or institutions to be determined by the members of the Society at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may or acquire jurisdiction in the Matter.

**6. Appendix 1 - Membership application form**